

## **CONFLICT OF INTEREST POLICY**

## **1. INTRODUCTION**

- 1.1. BCM Markets Ltd (the “Company”) is entrusted with the stewardship of our clients’ assets, and this is a responsibility that we take very seriously. Our reputation as responsible, considered investment professionals, is important to us and we seek to be above reproach when investing for our clients. A conflict-of-interest prejudices or can be seen to prejudice an individual’s objectivity and ability to act in the best interests of the company or our clients.
- 1.2. BCM Markets Ltd seeks to comply with all relevant legislative obligations but aims to set higher standards when it comes to protecting our reputation.
- 1.3. This policy sets out the standards set by BCM Markets Ltd in respect to avoiding or, where this is not possible, mitigating potential and actual conflicts of interest. It encompasses conflicts that can manifest because of the staff member’s personal interests and relationships as well as businesses interests and associations.
- 1.4. This policy has been approved and adopted by the Board of Directors and will be updated as and when required.

## **2. OUR OBLIGATION**

- 2.1. We are obliged to manage fairly conflicts of interest, both those that arise between ourselves and any of our clients and those that arise between two or more of our clients.
- 2.2. Consequently, we maintain and operate effective organizational and administrative arrangements to take all reasonable steps to identify conflicts of interest and to prevent such conflicts from constituting or giving rise to a material risk of damage to the interests of our clients. We also maintain a written conflicts of interest policy appropriate to the size of our firm and the nature, scale and complexity of our business.

## **3. SCOPE**

- 3.1. This policy applies to all staff of BCM Markets Ltd.

## **4. OVERSIGHT**

- 4.1. This policy is subject to monitoring and oversight by the BCM Markets Ltd’s Compliance function.
- 4.2. Accountability

- Staff are accountable for reading, understanding and complying with the standards and processes contained in this policy. Staff are encouraged to bring any situations where significant conflicts of interest exist and which are not covered by this policy to the attention of the Heads of departments.
- Management is accountable for ensuring that the processes and controls in their departments are designed to avoid and manage efficiently conflicts of interest for their teams. Management is also accountable for resolving any agreed breaches of this policy and for maintaining business structures and functions that enhance BCM Markets Ltd's reputation.
- The Compliance Officer is accountable for ensuring that this policy is aligned with regulation, as they may change from time to time; for monitoring processes and controls to ensure compliance with this policy and for reporting any breaches of this policy according to the BCM Markets Ltd compliance escalation framework.

## **5. BREACHES AND ENFORCEMENT**

5.1. Non-Compliance with this policy shall be handled in terms of BCM Markets Ltd's disciplinary procedures.

## **6. LEGISLATION AND REGULATION**

### 6.1. Definitions

- Any actual or potential conflict;
- That may manifest while rendering a financial service (i.e. either advice OR brokerageservice)
- To a client (or potential client)
- That may influence the objectivity of the obligations to that client
- Or prevent an unbiased and fair financial service to that client
- Or prevent BCM Markets Ltd from acting in the best interests of that client

A conflict of interest includes a financial interest, an ownership interest or a relationship (personal or business) with a third party.

A financial interest is:

- Cash, Cash equivalent or Voucher
- Gift
- Service
- Advantage
- Benefit
- Discount
- Travel
- Hospitality

- Accommodation
- Sponsorship
- Incentive

A Supplier includes but is not limited to:

- suppliers of equipment, products, services, market and economic data, research, banking, custody, administration, legal, accounting, marketing, office or
- other consulting services
- regardless of whether a fee is paid directly or indirectly or
- whether the fee is for BCM Markets Ltd's account or for the client account.

6.2. Advice is:

- Any recommendation, guidance or proposal
- On a financial product (i.e. insurance policy; unit trust; cash or financial instrument)
- In respect of the purchase, sale or variation of that product

It excludes factual, legal or administrative information. It is accepted that BCM Markets Ltd does not generally provide advice.

### **Guiding Principles of the Policy:**

All employees and Associated Person/s with the Company covered under this Policy shall adhere to following principles and practices to avoid conflict of interest at all points:

- To maintain high standards of integrity in the conduct of business at all times.
- To ensure to communicate relevant policies, procedures and codes to all concerned.
- To ensure fair treatment of clients and not to discriminate amongst them;
- To ensure that Company's interest does not, at any time conflict with our duty towards our clients and clients' interest shall always take primacy in our advice, investment decisions and transactions;
- To make appropriate disclosure to the clients of possible source or potential areas of conflict of interest which would impair our ability to render fair, objective and unbiased services;
- Endeavor to reduce opportunities for conflicts through prescriptive measures such as through information barriers to block or hinder the flow of information from one department/ unit to another, etc.;
- To place appropriate restrictions on transactions in securities while handling a mandate of issuer or client in respect of such security so as to avoid any conflict;
- To ensure separation of duties and avoid conflict of interest when a person is cumulating different roles in the Company;
- Not to deal in securities while in possession of material non published information;

- Not to communicate the material non published information while dealing in securities on behalf of others;
- Not to contribute in manipulating the demand for or supply of securities in the market or to influence prices of securities;
- Not to provide incentive structure that encourages sale of products not suiting the risk profile of clients;
- Not to share information received from clients or pertaining to them, obtained as a result of our dealings, for our personal interest.

**Effective Mechanism:**

All are advised to adhere to various principles stated hereinabove to avoid any conflict of interest situation. Further, Board of directors of the Company will endeavor from time to time to put effective systems in place for proper implementation of this circular.

The Board from time to time will also provide necessary guidance enabling identification, elimination or management of conflict of interest situations and shall review the compliance of this circular periodically.

**7. PERSONAL CONFLICTS OF INTEREST**

7.1. We have identified the below particular personal conflicts of interest as the most important.

- Anti-Bribery Policy
- Personal Account Dealing Policy
- Disclosure of Director Interests
- Disclosure of Staff Interests
- Second Jobs
- Remuneration

**8. ANIT- BRIBERY POLICY**

8.1. BCM Markets Ltd prohibits

- the offering, the giving, the solicitation or the acceptance of any bribe, whether in the form of cash or other inducement, to or from any person or company, whether they are a public official or body or private person or company by any individual employee, agent or other person or body acting on BCM Markets Ltd's behalf in order to gain any commercial, contractual or regulatory advantage for BCM Markets Ltd in a way which is unethical or in order to gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual

## 8.2. Personal Account Dealing Policy

- It is BCM Markets Ltd's policy to permit personal account dealing by staff members in a managed and controlled process.
- Personal Account dealing by staff members can and does result in conflicts of interest. There are also advantages for clients when their own investment interests and those of their brokers are appropriately aligned and when personal dealing is managed and controlled.
- In brief, BCM Markets Ltd's staff are not permitted to trade in any instrument while client portfolios are in the market with respect to those instruments, regardless of the direction. Nor are they permitted to trade while an instrument is under consideration for inclusion, exclusion or variation in client portfolios.
- All personal dealing performed or influenced by a staff member, including dealing by an associate of the staff member, must be disclosed and pre-approved in terms of a defined process.
- The policy and process is available at: Personal Account Dealing Policy.

## 8.3. Disclosure of Director Interests

- All Directors and officers who attend Board meetings must regularly disclose their personal financial interests to the Board regardless of whether such interests represent an actual or potential conflict with BCM Markets Ltd's interests. This disclosure is noted by the Company Secretary and retained as a record of proceedings.

## 8.4. Disclosure of Staff Interest

- Staff members with interpersonal relationships with suppliers or counterparties and who have any decision-making influence over the commencement, continuation or termination of the business relationship, or are involved in the provision of services or products by that supplier or counterparty, must:
  - disclose such relationship in email to their direct line manager; and
  - ensure independent oversight by someone with knowledge of the interpersonal relationship over processes such as tenders, appointments, reviews, benchmarking or contractual negotiations.

## 9. SECOND JOBS

9.1. A second job may create a conflict of interest for staff members. The conflict can be direct (eg a potential competitor) or indirect (eg impacting work performance). All staff members with second

jobs must have their direct line manager's express permission to accept any second job regardless of whether or not it is short term, temporary, does not involve work during normal office hours or is unrelated to financial services.

## **10. RENUMERATION**

10.1. All staff are remunerated with a mix of guaranteed pay and variable compensation.

## **11. BUSINESS CONFLICT OF INTEREST**

11.1. All staff are remunerated with a mix of guaranteed pay and variable compensation.

- Sponsorships and Reciprocal Agreements
- Investment Independence
- Commission Sharing
- Fair treatment of Clients are the key business conflicts of interest as determined by the Board

## **12. SPONSORSHIP AND RECIPROCAL AGREEMENTS**

12.1. BCM Markets Ltd does not enter into agreements to supply investment services to a fiduciary client that includes reciprocal commercial provisions involving the client, its sponsoring employer or organization or its consultants and advisors.

12.2. BCM Markets Ltd may make donations or sponsorships to clients or their sponsoring employer or body, intermediaries; not-for profit organizations and social development organizations subject to:

- Prior approval by the Board
- The recipient organization not being directly or indirectly associated with a political party, government body or religious organization
- The purpose for the donation or sponsorship is defined and is not likely to negatively impact BCM Markets Ltd brand and reputation.

BCM Markets Ltd does not make political donations of any kind.

## **13. INVESTMENT INDEPENDENCE**

13.1. BCM Markets Ltd is not associated with any Mauritius financial service company, banking institution or stockbroker or any issuer company into which we can invest or deal on behalf of clients.

## 14. COMMISSION SHARING

14.1. BCM Markets Ltd does not engage in the practice commonly known as “softing”. BCM Markets Ltd does however negotiate, on behalf of its clients, bundled brokerage fees that include research and execution services. The execution services may include trading platforms and the research services include investee company research, market and bespoke research and recommendations. These services may be provided by way of software, platforms or electronic research feeds.

## 15. FAIR TREATMENT OF CLIENTS

15.1. BCM Markets Ltd is committed to treating clients fairly and ensuring that no client receives preferential treatment that may prejudice another client. The following specific processes exist in order to achieve and demonstrate the fair treatment of clients:

- The fair and automated allocation of trades to client portfolios
- Consolidation of orders to avoid unintended impacts of order priority
- Limited discretion to investment decision makers to exclude orders where trading costs cannot be justified
- Cross trading between client portfolios, while permitted and encouraged as a means of minimizing client trading costs and maximizing exposure to desired illiquid assets, is subject to the trade being performed at an established and fair market price and the group decision making model.
- The remuneration structures for investment professionals support performance without preferring specific clients
- The remuneration structures for client sales and services support new business and servicing without preferring specific clients within various products

## 16. IMPLEMENTATION AND DISTRIBUTION

16.1. The policy needs to be read in conjunction with relevant internal business processes and controls. Examples of potential situations of conflict and relevant measures

Examples of potential situations of conflict	General arrangements or ad hoc measures
BCM Markets Ltd or a Relevant Person may have an interest in executing its/his	BCM Markets Ltd has implemented policies and procedures for the monitoring and (when necessary)



<p>personal orders or orders of a client in more favorable conditions than the orders of another client, or in maximizing the client's losses (e.g. if the client is a competitor of BCM Markets Ltd or of the Relevant Person)</p>	<p>restriction of personal transactions of the Relevant Persons.</p> <p>Transactions are processed through automated means, based on the time priority of the reception of such order, thus ensuring that the relevant employees will not be allowed to intervene in your transactions.</p> <p>Conflicts related to the personal capacity of the Client are reported to the compliance function as soon as they are identified.</p>
<p>A Relevant Person may have an interest in recommending to a client a particular transaction, in respect of which BCM Markets Ltd or the said Relevant Person may receive a benefit from a third party or taking into account the interests of another client.</p> <p>A Relevant Person may recommend to the client a transaction based exclusively on the remunerations to be received by BCM Markets Ltd or by the employee.</p>	<p>BCM Markets Ltd does not provide investment advice with respect to FX and CFDs transactions and thus cannot recommend you any particular transactions.</p>
<p>BCM Markets Ltd may be regarded as having an interest in maximizing your trading volumes or in maximizing your losses in order to achieve higher remunerations.</p>	<p>The remuneration that BCM Markets Ltd receives for the execution of your transactions, may depend either on the volume of your transactions (when a Liquidity Provider remunerates BCM Markets Ltd by providing a percentage of the spread of your trades) or on the amount of your losses (when a Liquidity Provider trading on its own account against your positions remunerates BCM Markets Ltd based on the profits generated by the Liquidity Provider from your trades and therefore from the amounts that you lose when trading through BCM Markets Ltd).</p>

However:

- BCM Markets Ltd does not provide investment advice to you with respect to your trades on the financial products available in our platforms and, thus, cannot recommend you any particular transactions.

- Transactions are processed through automated means, based on the time priority of the reception of such order, thus ensuring that the relevant employees will not be allowed to intervene in your transactions

- BCM Markets Ltd does not have a way to influence the outcome of your transactions and the persons in charge of the supervision of the processing of your orders (Dealing Desk) are always remunerated with fix amounts and not based on your trading volumes or losses.

- BCM Markets Ltd monitors regularly the operation of the systems used for the processing of clients' orders in a way to exclude any human intervention that is not necessary for the normal operation of such systems.

- In all cases, when BCM Markets Ltd's remuneration depends on the revenue of a Liquidity Provider, the relevant arrangements are made in a way that such remuneration is not calculated on a client-by-client basis, but based on the total PNL of our clients' positions with the relevant Liquidity Provider, which means that the outcome of your transactions is not directly linked

to our remuneration. It is noted as well that BCM Markets Ltd is not part of any group of companies in which could be part any of our Liquidity Providers, which means that BCM Markets Ltd does

not have any further interests in the profits realized by the relevant Liquidity Provider.

- In accordance with the applicable best execution policy, BCM Markets Ltd is prohibited from directing your transactions to an Execution Venue based on the remunerations to be received by BCM Markets Ltd.